

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF CALIFORNIA

In re: *Shocking Technologies, Inc.,*

Debtor

Case No. 13-51399

(if known)

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Questions 1-18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19-25. If the answer to an applicable question is "None," mark the box labeled "None." If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within the six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor may also be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporation debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. §101(2), (31).

1. Income from employment or operation of business

None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

*Year to date: \$0**N/A**2012: \$5,850.00**Product Revenue**2011: \$0**N/A*

2. Income other than from employment or operation of business

None ☐ State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

*\$41,886.92**Refunds from landlord on common area maintenance*

3. Payments to creditors

None Complete a. or b., as appropriate, and c.



a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor, made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None



b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

* Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

| NAME AND ADDRESS OF CREDITOR | DATES OF PAYMENTS/ TRANSFERS | AMOUNT PAID OR VALUE OF TRANSFERS | AMOUNT STILL OWING |
|---|--|--|-----------------------|
| Creditor: Mt. Diablo Insurance Brokers, Inc. Address: 3557 Mt. Diablo Blvd., Suite 21, Lafayette, CA 94549 | 12/18/2012 | \$9,369.74 | |
| Creditor: Cadence Address: P.O. Box 202769, Dallas, TX 75320 | 12/13/2012 | 12,948.36 | 111,785.00 |
| Creditor: Oak-Mitsui, Inc. Address: 29 Battleship Road, Camden, 29020 | 12/20/2012 | 32,182.00 | 223.57 |
| Creditor: Pacific Gas & Electric Address: P.O. Box 997300, Sacramento, CA 95899 | 12/20/2012 | 14,171.74 | 25,316.93 |
| Creditor: IPFS Corporation Address: P.O Box 100391, Pasadena, CA 91189 | 12/20/2012 12/20/2012 1/22/2013 1/23/2013 | 6,957.60 9,382.67 2,515.10 9,395.17 | |
| Creditor: Inovia Holdings Pty Ltd Address: L12 / 45 Clarence Street, Sydney 2000, Australia | 12/20/2012 | 20,201.64 | |
| Creditor: Exopack Advanced Coatings Address: 700 Crestdale Street, Matthews, NC 28105 | 12/31/2012 | 124,664.50 | |

| NAME AND ADDRESS OF CREDITOR | DATES OF PAYMENTS/ TRANSFERS | AMOUNT PAID OR VALUE OF TRANSFERS | AMOUNT STILL OWING |
|--|---------------------------------|---|-----------------------|
| <i>Creditor: CNA Insurance</i> | <i>12/27/2012</i> | <i>28,061.05</i> | |
| <i>Address: P.O. Box 382045,</i> | <i>1/29/2013</i> | <i>13,091.01</i> | |
| <i>Pittsburgh, PA 15251</i> | | | |
| <i>Creditor: Anthem Blue Cross</i> | <i>1/2/2013</i> | <i>64,046.00</i> | <i>54,369.00</i> |
| <i>Address: P.O. Box 54630, Los</i> | <i>1/31/2013</i> | <i>14,000.00</i> | |
| <i>Angeles, CA 90054</i> | <i>1/31/2013</i> | <i>33,028.00</i> | |
| <i>Creditor: Mission West Properties</i> | <i>1/8/2013</i> | <i>69,721.00</i> | |
| <i>LP</i> | | | |
| <i>Address: 10050 Bandley Drive,</i> | | | |
| <i>Cupertino, CA 95014</i> | | | |
| <i>Creditor: American Express</i> | <i>1/7/2013</i> | <i>1,079.96</i> | <i>26,388.37</i> |
| <i>Address: P.O. Box 0001, Los</i> | <i>1/7/2013</i> | <i>1,079.96</i> | |
| <i>Angeles, CA 90096</i> | <i>1/14/2013</i> | <i>3,829.10</i> | |
| | <i>1/31/2013</i> | <i>5,113.88</i> | |
| | <i>1/15/2013</i> | <i>12,732.41</i> | |
| | <i>1/14/2013</i> | <i>1,700.00</i> | |
| <i>Creditor: Carr & Ferrell LLP</i> | <i>12/13/2012</i> | <i>4,790.00</i> | <i>198,965.02</i> |
| <i>Address: 120 Constitution Dr.,</i> | <i>12/13/2012</i> | <i>4,500.00</i> | |
| <i>Menlo Park, CA 94025</i> | <i>12/20/2012</i> | <i>1,750.00</i> | |
| | <i>1/11/2013</i> | <i>6,000.00</i> | |
| | <i>1/25/2013</i> | <i>4,488.00</i> | |
| <i>Creditor: Djabbar Moustafaev</i> | <i>1/8/2013</i> | <i>6,199.07</i> | |
| <i>Address: 522 Humes Ave, Aptos, CA</i> | | | |
| <i>95003</i> | | | |

None ☐ c. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR | DATE OF PAYMENT | AMOUNT PAID | AMOUNT STILL OWING |
|--|--------------------|-----------------|-----------------------|
| <i>Creditor: Lex Kosowsky</i> | <i>9/26/2012</i> | <i>8,382.20</i> | <i>669,135.65</i> |
| <i>Address: 5561 Country Club Parkway,</i> | | | |
| <i>San Jose, CA 95138</i> | | | |
| <i>Relationship: Director, CEO and</i> | | | |
| <i>President</i> | | | |
| <i>(The amount paid does not include</i> | | | |
| <i>regular payroll.)</i> | | | |
| <i>Creditor: Joan Vrtis</i> | <i>10/15/2012</i> | <i>145.77</i> | <i>36,215.51</i> |
| <i>Address: 2463 S. Gaucho, Mesa, AZ</i> | | | |
| <i>85202</i> | | | |
| <i>Relationship: Chief Operating</i> | | | |
| <i>Executive</i> | | | |

(The amount paid does not include regular payroll.)

| | | | |
|---|----------|--------|-----------|
| Creditor: Marius Domokos | 4/6/2012 | 190.00 | 46,896.30 |
| Address: 4152 Middlefield Road, Palo Alto, CA 94303 | 5/1/2012 | 595.39 | |
| Relationship: VP of Legal | | | |
| (The amount paid does not include regular payroll.) | | | |

| | | | |
|---|------------|----------|-----------|
| Creditor: Lee-Ann Kennedy | 11/19/2012 | 4,527.47 | 49,629.20 |
| Address: 5358 Laurel Canyon Drive, San Jose, CA 95138 | | | |
| Relationship: Director of Finance | | | |
| (The amount was paid for missed payroll.) | | | |

4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| CAPTION OF SUIT AND CASE NUMBER | NATURE OF PROCEEDING | COURT OR AGENCY AND LOCATION | STATUS OR DISPOSITION |
|--|-------------------------|--|-----------------------|
| Simon Michael, et al v. Shocking Technologies, Inc., et al, Case No.1-12-CV-237914 | Breach of Contract | Superior Court of California, Santa Clara County | Stayed |

| | | | |
|--|--------------------------|----------------------------|----------|
| Shocking Technologies, Inc. v. Simon J. Michael, Balch Hill Partners L.P. and Balch Hill Capital, LLC, Case No.: C.A. No. 7164-VCN | Breach of fiduciary duty | Delaware Court of Chancery | Judgment |
|--|--------------------------|----------------------------|----------|

| | | | |
|---|-------------------|----------------------------|--------|
| Balch Hill Partners, L.P. v. Shocking Technologies, Inc., Case No.: C.A. No. 8249-VCN | Injunctive Relief | Delaware Court of Chancery | Stayed |
|---|-------------------|----------------------------|--------|

None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

5. Repossessions, foreclosures and returns

None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

6. Assignments and receiverships

None ☒ a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

7. Gifts

None ☒ List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

8. Losses

None ☒ List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

9. Payments related to debt counseling or bankruptcy

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within one year immediately preceding the commencement of this case.

| NAME AND ADDRESS OF PAYEE | DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY |
|-----------------------------------|--|---|
| <i>Payee: Patrick M. Costello</i> | <i>Date of Payment: 3/25/2013</i> | <i>\$1,400.00</i> |
| <i>Address:</i> | <i>Payor: Gary Kennedy</i> | |
| <i>PMB# 551</i> | | |
| <i>270 Redwood Shores Pkwy</i> | | |
| <i>Redwood City, CA 94065</i> | | |
| <i>Payee: Patrick M. Costello</i> | <i>Date of Payment: 3/25/2013</i> | <i>\$1,400.00</i> |
| <i>Address:</i> | <i>Payor: James H. Hogan</i> | |
| <i>PMB# 551</i> | | |
| <i>270 Redwood Shores Pkwy</i> | | |
| <i>Redwood City, CA 94065</i> | | |
| <i>Payee: Patrick M. Costello</i> | <i>Date of Payment: 3/26/2013</i> | <i>\$1,400.00</i> |
| <i>Address:</i> | <i>Payor: Lex Kosowsky</i> | |

| | | |
|---------------------------|--|---|
| NAME AND ADDRESS OF PAYEE | DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY |
|---------------------------|--|---|

*PMB# 551
270 Redwood Shores Pkwy
Redwood City, CA 94065*

*Payee: Patrick M. Costello
Address:
PMB# 551
270 Redwood Shores Pkwy
Redwood City, CA 94065*

*Date of Payment: 3/28/2013
Payor: Littelfuse, Inc.*

\$1,400.00

*Payee: Patrick M. Costello
Address:
PMB# 551
270 Redwood Shores Pkwy
Redwood City, CA 94065*

*Date of Payment: 3/28/2013
Payor: Simon Michael/Balch
Hill Partners, L.P.*

\$1,400.00

10. Other transfers

None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR | DATE | DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED |
|---|-------------------|--|
| <i>Transferee: Littelfuse, Inc. Address: 8725 West Higgins Road, Ste 290, Chicago, IL 60631 Relationship: Insider</i> | <i>11/19/2012</i> | <i>Property: "All assets" security interests Value: \$2,000,000.00* *This amount represents the principal amount owed by Debtor and does not include the accrued interest.</i> |

None ☒ b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

11. Closed financial accounts

None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF INSTITUTION | TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER AND AMOUNT OF FINAL BALANCE | AMOUNT AND DATE OF SALE OR CLOSING |
|---------------------------------|---|---|
| <i>Nordea Bank</i> | <i>Checking Account No. 5180</i> | <i>\$0.00 Closed on 2/16/2012</i> |

12. Safe deposit boxes

None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

13. Setoffs

None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

14. Property held for another person

None ☒ List all property owned by another person that the debtor holds or controls.

15. Prior address of debtor

None ☒ If the debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

16. Spouses and Former Spouses

None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

17. Environmental Information

None ☒ For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to disposal sites.

"Hazardous Material" means anything defined as hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law:

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law, with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

18. Nature, location and name of business

None ☒ a. If the debtor is an individual, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None ☐ a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

Name: *Lee-Ann Kennedy*

Dates: *11/24/2008 -*

Address: *5358 Laurel Canyon Drive, San Jose, CA 95138*

present

None ☐ b. List all firms or individuals who within two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

Moss Adams LLP

**635 Campbell Technology
Parkway, Campbell, CA 95008**

Dates: *2010 - present*

None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

| NAME | ADDRESS |
|--|---------|
| <i>See responses to 19a and 19b above.</i> | |

None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.

| NAME | ADDRESS | DATES ISSUED |
|--|--|--------------|
| <i>Various potential/interested investors.</i> | <i>Debtor regularly provided potential investors with the Debtor's financial statements.</i> | |

20. Inventories

None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

| DATE OF INVENTORY | INVENTORY SUPERVISOR | DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis) |
|----------------------|-----------------------------------|--|
| <i>12/12/2012</i> | <i>Supervisor: Ken Colaizzi</i> | <i>Value: \$733,888.76 Basis: Standard Cost</i> |
| <i>12/22/2012</i> | <i>Supervisor: Moss Adams LLP</i> | <i>Value: \$733,888.76 Basis: Standard Cost</i> |

None ☐ b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

| DATE OF INVENTORY | NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS |
|----------------------|--|
| | <i>Debtor's premises.</i> |

21. Current Partners, Officers, Directors and Shareholders

None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

| NAME AND ADDRESS | TITLE | NATURE AND PERCENTAGE OF STOCK OWNERSHIP |
|------------------|-------|---|
|------------------|-------|---|

| NAME AND ADDRESS | TITLE | NATURE AND PERCENTAGE OF STOCK OWNERSHIP |
|--|--------------------------------|---|
| Name: Lex Kosowsky Address: 5561 Country Club Parkway, San Jose, CA 95138 | Director, CEO and President | 10.2765% |
| Name: Gary Kennedy Address: 890 Saratoga Ave. #202, San Jose, CA 95129 | Director | |
| Name: James Hogan Address: 2171 Sunny Acres Dr., Santa Cruz, CA 95060 | Director | |
| Name: Simon Michael Address: 2778 Green Street, San Francisco, CA 94123 | Director | |
| Name: David Heinzmann Address: 8755 W. Higgins Road, Chicago, IL 60631 | Director | |
| Name: Michael Danaher Address: 650 Page Mill Road, Palo Alto, CA 94304 | Corporate Secretary | |
| Name: Littelfuse, Inc. Address: 8755 W. Higgins Road, Chicago, IL 60631 | Shareholder | 18.4316% |
| Name: ARCH Venture Fund VI, L.P. Address: 8755 W. Higgins Road, Chicago, IL 60631 | Shareholder | 14.8149% |
| Name: ATA Ventures II, L.P. Address: 203 Redwood Shores Pkwy, Ste 550, Redwood City, CA 94065 | Shareholder | 14.1857% |
| Name: Balch Hill Partners, L.P. Address: 2778 Green St., San Francisco, CA 94123 | Shareholder | 8.2512% |
| Name: Skylake1USA-Two, LLC Address: 4/F., KAIST 517-10, Dogok-dong Gangnam-gu, Seoul, Korea 135-270 | Shareholder | 5.0802% |

22. Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.



None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.



| NAME AND ADDRESS | TITLE | DATE OF TERMINATION |
|------------------|-------|---------------------|
|------------------|-------|---------------------|

| | | |
|---|------------------------|-----------------|
| Name: Paul Dickinson Address: c/o Littelfuse Inc., 8755 W. Higgins Road, Chicago, IL 60631 | Title: Director | May 2012 |
|---|------------------------|-----------------|

| | | |
|--|---|-------------------|
| Name: Robert Fleming Address: 6592 Prague Court, San Jose, CA 95119 | Title: Chief Technical Officer | March 2013 |
|--|---|-------------------|

| | | |
|---|---|-------------------|
| Name: Joan Vrtis Address: 2463 S. Gaucho, Mesa, AZ 85202 | Title: Chief Operating Executive | March 2013 |
|---|---|-------------------|

| | | |
|---|---------------------------|-------------------|
| Name: Marius Domokos Address: 4152 Middlefield Road, Palo Alto, CA 94303 | Title: VP of Legal | March 2013 |
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| Name: Lee-Ann Kennedy Address: 5358 Laurel Canyon Drive, San Jose, CA 95138 | Title: Director of Finance | March 2013 |
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23. Withdrawals from a partnership or distribution by a corporation

None ☒ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

**24. Tax Consolidation Group.**

None ☒ If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

**25. Pension Funds.**

None ☒ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.



[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information, and belief.

Date 4/16/2013

Signature /s/ Lex Kosowsky
Lex Kosowsky **Respons. Individual**
Print Name and Title

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

0 continuation sheets attached

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years or both, 18 U.S.C. §§ 152 and 3571.